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Florida Department of State

Division of Corporations

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To:

Division of Corporations
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From:

Account Name : STRAWN & MONAGHAN, P.A.
Account Number : 076215000176
Phone : (561) 278-9400
Fax Number : (561) 278-9462

FLORIDA PROFIT CORPORATION OR P.A.

Key Receivables, Inc.

F. CHASSER

MAY 28 1999

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ARTICLES OF INCORPORATION
OF
KEY RECEIVABLES, INC.

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

Article I - Name

The name of this corporation is KEY RECEIVABLES, INC.

Article II - Purpose

This corporation is organized for the purpose of transacting any lawful business.

Article III - Principal Office

The street address of the initial principal office is 1971 NE 34th Court, Light House Point, Florida 33064 and the name of the initial registered agent of this corporation at that address is David Rothenberg.

Article IV - Shares

The aggregate number of shares which this corporation shall have authority to issue is 100 shares of common stock, consisting of one class, and having a par value of \$1.00.

Prepared by:
Hugh Shafritz, Esquire
1 SE 4th Avenue, Suite 212
Delray Beach, FL 33483
Fla. Bar No.: 31372

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Article V - Preemptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible to shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total; number of shares

by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Article VI - Initial Board of Directors

This corporation shall have one (1) director(s) initially. The number of directors may be increased or decreased from time to time through By-Laws adopted by the shareholders. The names and addresses of the initial Directors of this corporation are:

David Rothenberg 1971 NE 34th Court
Light House Point, Florida 33064

Article VII - Incorporators

The names and addresses of the initial Incorporators of this corporation are:

David Rothenberg 1971 NE 34th Court
Light House Point, Florida 33064

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Article VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders; except those By-Laws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

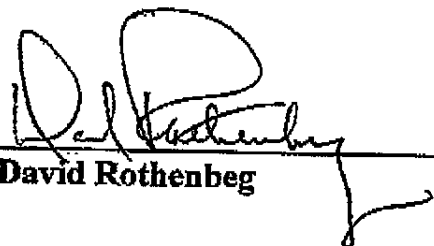
Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article X - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 27th day of May 1999.

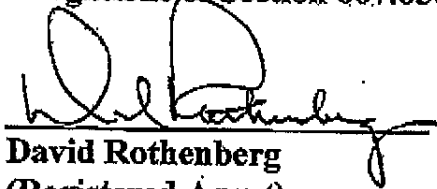

David Rothenbeg

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and

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complete performance of my duties and I accept the duties and obligations of Section 607.0505, of the Florida Statutes.

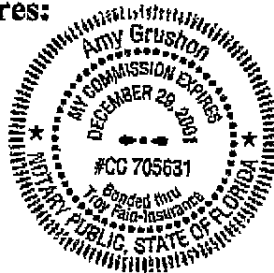

David Rothenberg
(Registered Agent)

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared David Rothenberg, known to me and known to me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that such persons executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of May, 1999.


Notary Public, State of Florida
My commission expires:



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